

**BY-LAWS OF  
THE COLONIAL COIN COLLECTORS CLUB**

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Article I  
(Names and Offices)

The name of this organization is the Colonial Coin Collectors Club (C4). This name from time to time may be abbreviated as “C4” or the “Club”. The Club was incorporated as a nonprofit organization under the Title 15A of New Jersey Statutes on April 15, 1994. An amendment, filed on August 10, 1995, stipulated that the Club is organized for charitable and educational purposes under Section 501 (c) (3) of the Internal Revenue Code.

The Club shall maintain a registered office in the State of New Jersey, and a registered agent whose office is identical with the registered office, as required by the New Jersey Not-For-Profit Corporation Law. This registered office shall be Scarinci & Hollenbeck, 500 Plaza Drive, P.O. Box 3189, Secaucus, New Jersey 07096-3189. The address of the registered office may be changed from time to time by the Board of Directors.

Article II  
(Effect of and Amendments to the By-Laws)

Section 2.1 Effect of By-Laws

These By-Laws are subject to the provisions of the New Jersey Business Corporation Act and the Club’s Certificate of Incorporation, as it may be amended from time to time. If any provision in these By-Laws is inconsistent with a provision in that Act or the Certificate of Incorporation, the provision of that Act or the Certificate of Incorporation shall govern.

Section 2.2 Amendments to the By-Laws

Proposed amendments to the By-Laws shall be submitted to the Board of Directors for approval. If the Board approves the proposed amendment by a majority vote, the proposed amendment must be published in the *C4 Newsletter* at least 30 days prior to the Annual Meeting. An amendment to the By-Laws must be approved only at the annual membership meeting (Article V), by a two-thirds (2/3) vote of all members present.

Article III  
(Purpose of the Colonial Coin Collectors Club)

The purpose for which this Club is organized shall be as an international association for advancing the study and appreciation of coins, currency, medals, exnomia and related objects pertinent to the colonial and pre-Federal period of what is now the United States of America including related geographical areas of Canada, Mexico and the Caribbean. The Club shall support scholarly research and publications; sponsor educational and

interpretive programs for diverse audiences and provide a forum for fellowship and exchange of information among enthusiasts of the colonial and pre-Federal periods.

Article IV  
(Members)

Section 4.1 Classes of Members

Members of the Club shall be divided into the following classes:

- (i) Junior Member—shall designate an individual under the age of eighteen (18);
- (ii) Regular Member—shall designate all other individuals, age eighteen (18) and above;
- (iii) Provisional Member. Provisional membership may be the result of one of two reasons:
  - a. Initial Application. An applicant for membership is a Provisional member until such time as his/her application is accepted in accordance with section 4.2.
  - b. Reinstatement following expulsion. Following reinstatement after being expelled from the Club, the reinstated member must undergo a period of Provisional membership, as defined in section 4.2.
- (iv) Life Member—shall be a Club member in good standing for at least a one (1) year duration who, upon application to the Board, payment of applicable dues, and satisfaction of all qualifications established for life membership, is accepted by a two-thirds (2/3) vote of the Board of Directors.
- (v) Honorary Member—shall be an individual who has been recognized for his/her achievements, contributions or research relating to the colonial era as it pertains to coins, money or related subjects and so designated by a two-thirds (2/3) vote of the Board of Directors. An Honorary Member shall also be granted Life Membership and not be required to pay dues.

Section 4.2 Application for Membership

A prospective new member (Regular or Junior) shall apply for membership by submission of an application form, either on-line from the C4 Website, or in writing, along with payment of the then current membership dues to the Treasurer of the Club. Upon acceptance of the application form and payment of the required dues, the prospective new member shall receive the status of a Provisional Member. The names of all Provisional Members shall be published in the *C4 Newsletter*. Provided that no current Regular or Life Member objects, in writing, to the Board of Directors, to the admission of a Provisional

Member within thirty (30) days of the date of publication, such Provisional Member shall receive the status of Regular Member or Junior Member, as appropriate. If, however, an existing Regular or Life Member so objects, the Board of Directors shall review such application and, unless a majority of the Board opposes the Provisional member, such Provisional Member shall receive the status of Regular Member or Junior Member, as appropriate. If a majority of the Board opposes the Provisional Member, the initial payment of dues will be refunded, and the Provisional Membership terminated.

#### Section 4.3 Renewal of Membership

A Regular or Junior Member may renew his/her membership by paying the then current membership dues by the first day of March of the respective calendar year for which dues are outstanding. A Junior Member shall pay dues as and be designated as a Regular Member in the calendar year following his/her eighteenth birthday.

Failure to pay dues by the first day of March of the respective calendar year shall result in an automatic suspension of membership. Prior to such suspension the Treasurer shall notify the member of the pending action. Reinstatement shall occur upon request of a suspended member and by the payment of the current calendar year dues.

#### Section 4.4 Membership Dues

Membership dues for Regular Members and Life Members shall be as determined from time to time by the Board of Directors. Yearly membership dues for Junior Members shall be one-half that of Regular Members. A member's dues for his/her initial term of membership shall be payable upon application for membership. Thereafter, annual membership dues shall become due and payable on the first day of March of the calendar year.

#### Section 4.5 Suspension and Expulsion of a Member

The Board of Directors, by affirmative vote of two-thirds (2/3), may vote to suspend the membership of any member for cause, including dishonorable conduct, actions inimical to the best interests of the Club, or any other reason which the Board deems good and sufficient. The suspension period shall be determined by the Board, but not to exceed three (3) years.

In a similar manner, the Board of Directors, by affirmative vote of two-thirds (2/3), may expel a member for cause, including dishonorable conduct, actions inimical to the best interests of the Club, or such other reason which the Board deems good and sufficient.

In either case, if the Board votes for suspension or expulsion, the affected member shall receive written notice, with reasonable specificity, covering the reason(s) for this action. If the member makes a written demand within twenty-one (21) days of the receipt of this notice of suspension or expulsion, the member shall be entitled to appeal to the Board for a reconsideration of this decision. The Board shall then convene a meeting (within 21 days) at which the member will be present, be questioned by the Board and asked to provide

evidence to support his/her claim to be reinstated. Such meeting shall be in-person or held electronically. After completing such questioning, the member will be excused, and the Board will vote on whether to uphold the expulsion/suspension. A 2/3 vote of the Board will be required to reaffirm the original decision. The President shall inform the member of the decision.

#### Section 4.6 Reinstatement of Suspended Member

At the expiration of the suspension period, a suspended member may make special application to the Board of Directors for reinstatement, which will occur following an affirmative vote of two-thirds (2/3) of the entire Board.

#### Section 4.7 Reinstatement of Expelled Member

After a period of five (5) years, any expelled member may make special application to the Board of Directors for reinstatement as a Provisional Member. Such status shall be granted upon an affirmative vote of two-thirds (2/3) of the entire Board. Provisional membership granted in this manner shall automatically, and without prejudice, convert to Regular Membership status after a period of two (2) years. A member expelled for a second time under section 4.5 shall not be eligible for reinstatement as a provisional member.

### Article V (Meetings of the Members)

#### Section 5.1 C4 Annual Meeting

The official C4 Annual Meeting shall be held during and in conjunction with the annual convention of the Club in the fourth quarter of each calendar year at such hour and place as the Board of Directors shall determine. Notice of the date, time and place of each Annual Meeting of the Club shall be published, if possible, both in the *C4 Newsletter* and posted on the Club's official website at least thirty (30) days before the date of such meeting. Notice of any material issue(s) to be addressed at the meeting shall be published in a similar manner. The agenda of the meeting will be decided by the President, in consultation with the Board. At the meeting, members will be allowed to ask questions of the Board and bring up items for general discussion.

If conditions make an in-person meeting impractical, the Annual Meeting may be convened electronically (e.g., video-conferencing, telephonic, internet) provided such electronic means are available. The notice of such meeting will be communicated in the same manner as indicated for an in-person meeting above, (i.e., published, if possible, both in the *C4 Newsletter* and posted on the Club's official website). An electronically convened meeting should utilize the best readily available resources to ensure that no member is denied participation.

## Section 5.2 C4 Gatherings at Other Meetings

A C4 meeting may be organized by the Board of Directors to be held in conjunction with the annual ANA World Fair of Money, EAC convention or other national numismatic meetings. The time and place shall be determined by the President. If possible, minutes should be taken for inclusion in the *C4 Newsletter*.

## Section 5.3 Regional Meetings

Regional meetings or gatherings may be organized by the Regional VP at a time and convenient location within the Region.

## Section 5.4 Special Meetings of the Members

A special meeting of the Club may be called by:

- a) a written request of the President;
- b) a written request by any three (3) Board members; or
- c) a written request by any (50) members in good standing to the President.

Any of the above requests must specify the object of the meeting. Members of the Club shall receive advance notice of any special meeting by email at least twenty-one (21) days before the time set for the meeting. The notice of the special meeting shall include an agenda indicating the matters to be considered. The notices may be sent to the email addresses on file in the records of the Club.

## Section 5.5 Voting

At all annual and special meetings of the Club, any items requiring a vote shall be determined by a majority of the votes cast by the members in good standing present either in person or voting by proxy. A proxy shall be submitted either in writing or electronically (email or text) to any Board member; such proxy votes shall be forwarded to the Secretary. Each member shall have one vote on each question presented for a vote. Cumulative voting will not be allowed.

## Section 5.6 Minutes

Minutes of each Annual Meeting will be recorded by the Secretary (or designee, in the Secretary's absence) and shall be published in the next available issue of the *C4 Newsletter*. Minutes from any special meeting, regional meetings and unofficial gatherings shall likewise be published in the *C4 Newsletter*.

Article VI  
(Officers)

Section 6.1 Elected Officers

The elected officers of this Club shall be comprised of a President, a National Vice-President, a Secretary, a Treasurer and nine (9) Regional Vice-Presidents. These officers, plus the Immediate Past President (not elected) shall constitute the Board of Directors (see Section 8.2). The Board can, at its discretion and with a majority vote, change the number of Regional Vice-Presidents to best suit the needs of the Club.

Section 6.2 Duties of Officers

(1) President. The President shall have the following responsibilities, duties and powers:

(a) The President shall preside over the Annual Meeting of the Club and at all meetings of the Board.

(b) The President shall enforce the By-Laws and other regulations of the Club.

(c) The President shall have general charge, supervision over and responsibility for the business and affairs of the Club. The President shall perform such other duties as shall be imposed upon him or her by resolution of the Board.

(d) The President may vote on any motion brought before the Board. In the event of a tie vote including the vote of the President, the President's vote shall decide the issue.

(e) The President shall have the power, at the direction of, and in consultation with the Board, to enter and execute in the name of the Club, all contracts or other instruments.

(f) The President shall have the power, at the direction of, and in consultation with, the Board, to disperse and deposit funds and otherwise bind the Club in all legal matters.

(g) The President shall have the general powers and duties of management usually vested in the office of president of a corporation.

(h) The President shall occupy, after his/her term as President expires, the position of Immediate Past President until his successor leaves office.

- (i) The President shall be responsible for conducting the biannual elections of the Board; however, the President may delegate this task to the Secretary or the Treasurer.
- (j) The President shall perform other duties specifically enumerated in these By-Laws.
- (2) National Vice President. The National Vice President shall have authority to perform duties as the Board and/or the President shall assign from time to time. In the absence of the President or the inability of the President to act, the National Vice President shall perform all duties and exercise all powers of the office of President.
- (3) Secretary. The Secretary shall be responsible for taking and maintaining the minutes of Board and general membership meetings, as well as all other records of the organization. The Secretary shall prepare the minutes of the annual membership meeting for publication in the *C4 Newsletter*. The Secretary shall conduct the official correspondence of the Club. He/she shall also be responsible for sending out all notices to members when required by these By-Laws. The Secretary shall keep the records, documents and papers relating to the Club in such place as shall be designated by the Board. The Secretary shall perform any other duties as may be assigned to him/her by the Board.
- (4) Treasurer. The Treasurer shall keep account of all monies received by him/her and deposit same in the name of the Club in such depository as shall be designated by the Board. The Treasurer shall not pay out or disburse any of the money of the Club except in such manner and for such purposes as shall be directed by the President. The Treasurer shall serve as Membership Chairman in the receipt of, and billing for, dues. At each annual meeting of the Board, the Treasurer shall make a statement of the financial condition of the Club and shall submit a detailed report of the financial condition of the Club for the preceding fiscal year.
- (5) Regional Vice-Presidents. The regional Vice-Presidents shall coordinate the activities of the Club in their appointed region. Each Regional Vice-President shall report to the President and to the membership on the numismatic activities in that region. Each Regional Vice-President shall act as the ambassador of the Club in his/her area.

### Section 6.3 Terms of Office

All terms of office shall be for a period of two (2) years. Each officer elected (see Article VII, Elections) shall hold office until his or her successor shall be duly elected and installed.

### Section 6.4 Eligibility to Hold Office

Any Regular or Life Member in good standing shall be eligible to be an officer. No individual shall simultaneously hold more than one (1) elected office.

### Section 6.5 Indemnification of the Board

The Club shall indemnify any officer for actions taken on behalf of the Club and in accordance with his/her job description, provided, however, such actions were not the result of negligent or intentional harmful conduct.

## Article VII (Elections)

### Section 7.1 General Election

The election of officers shall be held during the month of October of every even numbered calendar year. Installation of the elected officers shall occur at the Annual Meeting following the election. Any Regular or Life Member in good standing shall be eligible to vote in the election of officers and shall have one (1) vote each for the positions of President, Vice President, Secretary and Treasurer. Each member may vote only for a Regional Vice President candidate within the region corresponding to the address to which that member's official ballot was mailed.

### Section 7.2 Potential Candidates

A notice soliciting potential candidates, as well as the date by which responses must be received, shall be published in the spring issue of the *C4 Newsletter*. Individuals wishing to have their name added to the official ballot for an elected officer position shall submit their request either in writing or via email to the C4 Secretary, by the deadline specified in the published notice.

Any member in good standing may nominate another such member for any officer position by submitting such nomination to the Secretary by the deadline specified in the Spring *C4 Newsletter*. The Secretary shall query the nominee as to his/her willingness to accept the nomination, and if accepted, that nominee shall be added to the ballot.

### Section 7.3 Election Process

The official ballot form containing the names of all candidates for each position shall be mailed to all members in the summer issue of the *C4 Newsletter* and/or via email. The

ballot shall also provide space for “write-in” candidates.

Completed ballots shall be sent either by mail to the Secretary of the Club, (address provided on the ballot), or by email to the email address of the Club Secretary. Mailed ballots must be postmarked no later than October 15<sup>th</sup>, and emailed ballots must be received by that date, to allow the results to be tabulated and announced at the Annual Meeting.

#### Section 7.4 Unopposed Positions

If any candidate is unopposed for election and no mail/email votes are received for the candidate, the Club Secretary shall cast a vote for that candidate, and he/she shall be deemed elected by the membership of the Club. This shall include, if necessary, casting such single vote for any unopposed Regional Vice President candidate even if the position in question does not correspond to the region in which the Secretary resides.

#### Section 7.5 Ballot Inspectors and Tabulation of Results

The Secretary shall forward copies (by mail or email) of the ballots received to two (2) members in good standing, appointed by the President, who are not candidates for any contested office. These inspectors shall count and tabulate the results of the election. The inspectors shall file, in writing with the Secretary of the Club the results of the election. The Secretary shall then present these results to the full Board. The official election results shall be announced at the next Annual Meeting in conjunction with installation of the elected officers and published in the next *C4 Newsletter* issue following the election.

### Article VIII (Board of Directors)

#### Section 8.1 Management.

The affairs of the Club shall be managed by the Board of Directors. The Board shall provide advice and consent for all actions of the President.

#### Section 8.2 Membership of the Board of Directors

The Board shall consist of all elected officers and the immediate past president of the Club. At its discretion, the Board may invite members in good standing to advise and consult with the Board on specific matters and participate in Board meetings. Such consulting members will not have a vote at Board meetings. Notice of such participation of non-voting members shall be provided by the President to the Secretary for inclusion in the Board minutes.

Article IX  
(Meetings of the Board)

Section 9.1 Annual Board Meeting

The official Annual Meeting of the Board of Directors shall be held during and in conjunction with the annual convention of the Club in fourth quarter of each calendar year at such hour and place as the Board shall determine.

Section 9.2 Quorum

The attendance of a majority of the Board shall constitute a quorum at any meeting. A quorum must be present in order to conduct business. A quorum will be determined by the number of in-person attendees plus those participating by proxy vote.

Section 9.3 Voting by the Board

At all meetings of the Board at which a quorum is present, all questions shall be determined by a majority of votes cast by the Directors present in person or by proxy, except as otherwise required by statute or these By-Laws. A proxy shall be considered valid when received in writing and signed by the submitter. Additionally, a proxy submitted electronically (email or text) shall be considered signed.

Section 9.4 Action Without a Meeting

In lieu of a formal Board meeting, the Board may act without a meeting if, prior or subsequent to such action, each member of the Board consents in writing (or by email) to such action. Such consent shall be recorded by the Secretary, who shall prepare a document to serve as the summary of the Board's actions.

Section 9.5 Electronic Participation in Board Meetings

The Board may convene its meetings electronically (e.g., video-conferencing, telephonic, internet) provided such electronic means are available. These resources should be available to all Board members, so that no member is denied participation.

Article X  
(Removal and Resignation of Officers)

Section 10.1 Removal

An officer of the Club may be removed at any time, if it is determined that the best interests of the Club would be served by that decision. An officer elected by the membership may not be removed except by a 2/3 vote of the membership. The authority of any officer to act as an officer may be suspended by the Board for cause. The removal of an officer shall be without prejudice to his or her contract rights, if, any. Election of an officer shall not of

itself create contract rights.

#### Section 10.2 Presidential Vacancy

Should the President be unable to perform his or her duties for whatever reason, the Vice-President shall fill the vacancy until a time agreed upon by the Board or the next election of officers.

#### Section 10.3 Vacancy in Office other than President

Should any elected officer, other than the President, be unable to complete his or her term of office, whether by reason of ill-health, resignation or removal, a replacement shall be appointed by the President, with a two-thirds (2/3) consent of the remaining Board. The member appointed to the vacant Board position shall hold that office for the remainder of his/her predecessor's term. The newly appointed member may stand as a candidate for reelection to the Board.

### Article XI (Committees and Functional Groups)

#### Section 11.1 Committees

For the better execution of their powers and duties, the Board may, by resolution of a majority, authorize the President to appoint such committees as may be necessary to facilitate Club functions or activities. Such committees shall be comprised of Club members in good standing. However, non-club members with expertise in particular areas may also be invited to join committees as needed. The duties of each committee shall be defined as guidelines prepared by the Board and shall be published as part of the Board minutes in the next available issue of *C4 Newsletter*, following guideline issuance. Each committee shall submit reports of its meetings to the Board in a timely fashion following each committee meeting. All committees shall function in accordance with the rules and guidelines established by the Board. All committees may exercise such authority as authorized by the Board except for the following:

- (1) The determination of policy questions.
- (2) The making, altering, or repeal of any By-Laws.
- (3) The election, appointment or removal of any officer.
- (4) The submission to members of any action requiring approval of members.
- (5) The proposal or repeal of any amendment or resolution previously adopted by the Board of Directors.

#### Section 11.2 Publication of *C4 Newsletter*

The Club shall publish a newsletter on a quarterly basis. The Board shall appoint an Editor of the *C4 Newsletter* who must be a member in good standing. The Board may also appoint an Associate Editor of the *C4 Newsletter* to work alongside the Editor. The Associate Editor shall also be a member in good standing of the Club. Copies of the *C4 Newsletter* will be provided to every member in good standing (included with yearly dues).

### Section 11.3 Club Reference Library

The Club shall establish and maintain a Library for exclusive use of members in good standing and others by Board authorization. The Librarian shall be a volunteer, but must be a member in good standing.

## Article XII (Miscellaneous Provisions)

### Section 12.1 Waiver of Notice.

Any notice required by these By-Laws, by the Certificate of Incorporation, or by the New Jersey Business Corporation Act may be waived in writing by any person entitled to notice. The waiver or waivers may be executed either before or after the event with respect to which notice is waived. Each officer or member of the Club attending a meeting without protesting, prior to its conclusion, the lack of proper notice shall be deemed conclusively to have waived notice of the meeting.

### Section 12.2 Dissolution of C4

A. The dissolution of C4 must be discussed and approved by a 2/3 vote of the Board of Directors. Notice of such an approved dissolution proposal will be provided to the entire C4 membership via appropriate means (*C4 Newsletter* mailing, C4 Website, general email announcement, surface mail) at least 30 days prior to a general Club meeting, the date and time of which will be determined by the Board of Directors. The sole purpose of such meeting will be for the membership-at-large to vote on the dissolution proposal. Approval of such dissolution will be determined by a 2/3 majority of the membership present in person or voting by proxy at this meeting.

B. In the event a dissolution of C4 is approved, no officer or member thereof shall receive any pecuniary profit from the Club or its assets, except reasonable compensation for services effecting one or more of its purposes.

C. Upon the dissolution of C4, the Board of Directors, after paying or making provision for the payment of all Club liabilities, shall dispose of all Club assets. Such assets shall be distributed to nonprofit organizations operated exclusively for educational or scientific purposes within the numismatic community and operating within the meaning of section 501 (c) (3) of the Internal Revenue Code. The disposition of assets not so disposed shall be determined by the Order of a Court having competent jurisdiction within the state of current Club office location (currently New Jersey). Such asset disposal shall be made exclusively for exempt or public purposes to organizations as determined by the Court to be organized for such purposes.

Section 12.3 Fiscal Year

The fiscal year of the corporation shall begin on the 1st day of January of each year and end at midnight on the 31<sup>st</sup> day of December following.

Section 12.4 Seal

The seal of the Corporation shall be in the form affixed immediately below.